



CIN: L67120TZ1994PLC005030

**Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641001.
Email – info@djsstocks.com djss2011@gmail.com Website – www.djsstocks.com**

Date: 4th September, 2020

To,
BSE Limited
Corporate Relation Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Script Code: 511636

Sub: Annual Report for the financial year 2019-20

Dear Sir / Madam,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith Annual Report of the Company along with the Notice of the 26th Annual General Meeting and other Statutory Reports for the financial year 2019-20.

Kindly take the same on your records.

Thanking you.

Yours faithfully
For DJS Stock and Shares Limited


Harish Sharma
DIN: 07332874
Whole-time Director



Encl: as above

**Corporate. Off. : Office No. 1/2, Casa Blanca, Old Raviraj Complex, Jesal Park,
Bhayander (E), Thane – 401 105.**

Tel. No. : 022 28172324

ANNUAL REPORT 2019-2020

**DJS STOCK
AND
SHARES LIMITED**

CORPORATE INFORMATION

| | | |
|-------------------------|---|---|
| BOARD OF DIRECTORS | : | <ol style="list-style-type: none"> 1. Mr. Manoj Kumar More 2. Mr. Harish Sitaram Sharma 3. Mr. Anish Kumar Ram Kishori Sawarnya 4. Mr. Govind Sidda Chavan 5. Ms. Shweta Bharadwaja 6. Mr. Sharad Kumar Podar |
| CHIEF FINANCIAL OFFICER | : | Mr. Anish Kumar Ram Kishori Sawarnya |
| COMPANY SECRETARY | : | Ms. Komal Agarwal |
| REGISTERED OFFICE | : | Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641 001 |
| CORPORATE OFFICE | : | Office No. 1/2, Casablanca A Wing, Old Ravi Raj Complex, Jesal Park, Bhayander (East), Thane - 401105 |
| BANKERS | : | Axis Bank Limited Mumbai |
| AUDITORS | : | Satya Prakash Natani & Co. Chartered Accountants |
| SECRETARIAL AUDITORS | : | CS Brajesh Gupta & Co. Practicing Company Secretary |
| SHARE TRANSFER AGENTS | : | Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai - 400 011. |
| SHARES LISTED AT | : | BSE Limited |

NOTICE

Notice is hereby given that the **26th Annual General Meeting** of the members of **DJS Stock And Shares Limited** will be held on **Monday, 28th September, 2020 at 5:00 p.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Harish Sitaram Sharma (holding DIN 07332874) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Sharad Kumar Podar (holding DIN 03013938), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th July, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company, and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to take all such steps as may be necessary, proper, expedient and to do all such acts, deeds, matters and things to give effect to this resolution.”

Registered Office:

Shop No. 2, First Floor,
Building No. 45-47,
Pavalam Street, Big Bazaar,
Coimbatore – 641 001.

Dated: 1st September, 2020

For and on behalf of the Board

Sd/--
Harish Sharma
DIN: 07332874
Chairman

NOTES:

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No.20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 26th AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting through VC / OAVM are requested to send to Company a duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf.
4. The attendance of members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of Companies Act, 2013.
5. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the Annexure to the notice.
6. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
7. The Register of Members and the Share Transfer Books of the Company will be closed from September 22, 2020 to September 28, 2020 (both days inclusive).
8. In accordance with, the circulars issued by MCA and Securities and Exchange Board of India ('SEBI'), owing to the difficulties involved in dispatching of physical copies of the Annual Report of the Company and the Notice of AGM, the same are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participants (DP).
9. Members who have not registered their e-mail addresses so far are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, etc. from the Company electronically.

10. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
11. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Ltd.
12. The Securities and Exchange Board of India (“SEBI”) has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Purva Sharegistry (India) Private Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. Members may please note that the Notice of the 26th Annual General Meeting and the Annual Report for the year ended 31st March, 2020 will also be available on the Company’s website www.djsstocks.com for their download. For any communication, the shareholders may also send requests to the Company’s investor email id: djss2011@gmail.com.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
16. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. The detailed instructions for joining the Meeting through VC / OAVM form part of the Notes to this Notice.

17. M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, Mumbai, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

18. **Instructions for shareholders for registration of E-mail Ids and Bank Details:**

(i) For Temporary Registration of e-mail id for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) For Permanent Registration of e-mail id for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

(iii) Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd., by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(iv) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Sharegistry (India) Pvt. Ltd., by sending E mail at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id on a covering letter requesting to update the bank details signed by all the shareholder(s), self attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

(v) Registration of Bank Details for Demat shareholders:

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

19. Voting through electronic means:

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting (remote e-voting).
- (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
- (c) The facility for voting through ballot papers shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot papers.
- (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (e) The voting period begins on <September 25, 2020 (9.00 a.m.)> and ends on <September 27, 2020 (5.00 p.m.)>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 21, 2020>, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 21, 2020.
- (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. September 21, 2020 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) Any person who acquire shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. September 21, 2020 may obtain User Id and password by sending request at evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.:1800-222-990.

(i) The instructions of remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Log-in to NSDL e-voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co. in mentioning your demat account number/folio number, your PAN No., your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Casting your Vote electronically:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 20. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to djss2011@gmail.com
 - (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to djss2011@gmail.com.
- 21. Instructions for e-voting during the AGM are as under:**
- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

22. Instructions for attending the AGM through VC / OAVM are as under:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at djss2011@gmail.com
- (vi) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at djss2011@mail.com. The same will be replied by the company suitably.
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (viii) If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on July 15, 2020 appointed Mr. Sharad Kumar Podar as an Additional Director of the Company with effect from July 15, 2020 to hold office upto the date of this Annual General Meeting of the Company.

A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a Member proposing the candidature of Mr. Sharad Kumar Podar for the office of Director of the Company.

Mr. Sharad Kumar Podar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details relating to Mr. Sharad Kumar Podar as required to be provided pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the annexure to this Notice.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Sharad Kumar Podar for the office of Director, for the approval by the shareholders of the Company.

Except Mr. Sharad Kumar Podar, being the appointee Director none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

Registered Office:

Shop No. 2, First Floor,
Building No. 45-47,
Pavalam Street, Big Bazaar,
Coimbatore – 641 001.

Dated: 1st September, 2020

For and on behalf of the Board

**Sd/--
Harish Sharma
DIN: 07332874
Chairman**

ANNEXURE

Pursuant to Regulation 26(4) and 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Information about the directors proposed to be re-appointed is furnished below:

1.

| | |
|---|---|
| Name of Director | Mr. Harish Sitaram Sharma |
| Date of Birth | 06-06-1969 |
| No. of Equity Shares held | Nil |
| Qualification | B.Com |
| Relationship with other Directors | None |
| Nature of Expertise | Having more than 20 years' of experience in Share Trading Analysis. |
| Name of Companies in which he / she holds Directorship | Nil |
| Names of Committees of the Companies of which he / she holds membership | Nil |

2.

| | |
|---|---|
| Name of Director | Mr. Sharad Kumar Podar |
| Date of Birth | 07-05-1966 |
| No. of Equity Shares held | Nil |
| Qualification | B. Com |
| Relationship with other Directors | None |
| Nature of Expertise | Having more than 13 years' experience in Share Trading Analysis |
| Name of Companies in which he / she holds Directorship | Sumangal Shares & Securities Private Limited |
| Names of Committees of the Companies of which he / she holds membership | Nil |

DIRECTORS' REPORT

To,
The Members,
DJS Stock and Shares Limited

Your Directors have pleasure in presenting their **26th Annual Report** on business and operations of the Company together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2020.

1. Financial Results:

The financial results are summarized below:

| Sr. No. | Particulars | For the year ended 31 st March 2020 | For the year ended 31 st March 2019 |
|---------|--------------------------|---|---|
| A | Total Revenue | 1,42,19,691 | 1,34,19,715 |
| B | Total Expenses | 1,22,51,078 | 1,19,81,023 |
| C | Profit/(Loss) Before Tax | 19,68,613 | 14,38,692 |
| D | Tax expense | 4,45,000 | 2,77,000 |
| | - Current Tax | (13,612) | (29,647) |
| | - Deferred Tax | | |
| E | Profit/(Loss) after Tax | 15,37,225 | 11,91,339 |

2. Financial Performance:

During the year under review, the Company has earned Total Revenue of Rs. 1,42,19,691/- in comparison to Rs. 1,34,19,715/- during the previous year. The Company has earned net profit after tax of Rs. 15,37,225/- in comparison to net profit of Rs. 11,91,339/- during the previous year. Your directors are hopeful of better performance in the forthcoming year. There was no change in the nature of the business of the Company during the year.

3. Dividend & Reserves:

Your Directors abstain from declaring any dividend for the year and no amount of profit earned during the year was transferred to General Reserve.

4. Management Discussion & Analysis:

Management Discussion & Analysis report is being given under Corporate Governance Report. There are no material changes between the end of the financial year and the date of the report which may affect the financial position of the Company.

5. Listing With Stock Exchanges:

At Present, the Equity shares of the Company are listed at BSE Ltd. The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015 due to non-compliance. The process of revocation of suspension in trading of securities of the company is being carried out by the Company.

6. Dematerialization of Shares:

94.36% of the Company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2020 and balance 5.64% is in physical form. The Company's Registrar and Transfer Agent is Purva Sharegistry (India) Private Limited. having their registered office at No.9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

7. Internal Financial Controls:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

8. Finance & Accounts:

The Company is having adequate resources at its disposal to meet its business requirements and for efficient conduct of business. The Company has not raised any funds by issue of any securities during the year.

Your company is required to prepare financial statements under Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The estimates and judgments relating to financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs and profit for the year ended 31st March, 2020.

9. Subsidiaries, Joint Ventures and Associates Companies

The Company does not have any Subsidiary/Joint Ventures/Associate Companies.

10. Deposits

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

11. Statutory Auditors:

Comments and notes by auditors in the opinion of the management are self-explanatory and do not require any further comments.

12. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Brajesh Gupta & Co., Practicing Company Secretary, have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is annexed as "**Annexure A**" to this report.

13. Internal Auditors:

In terms of Section 138 of the Act and Rules made there under, M/s. V. P. Agarwal & Co., Chartered Accountants has been appointed as Internal Auditors of the Company.

14. Extract of the Annual Return:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as “Annexure B”.

15. Particulars Regarding Conservation of Energy, Technology Absorption:

Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 requires disclosure of the particulars regarding conservation of Energy and Technology absorption. The Company is not having manufacturing facilities of its own; therefore information required under this clause is not applicable to Company.

16. Foreign Exchange Earnings / Outgo:

The Company has neither incurred any expenditure nor earned any income in foreign exchange.

17. Corporate Social Responsibility (CSR):

The Company does not fall under the prescribed class of companies' u/s 135(2) of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014. Hence CSR is not applicable to the Company.

18. Human Resources:

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

19. Meetings of the Board:

The Board of Directors duly met 5 times during the financial year, the details of the same are being given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

20. Disqualification of Directors:

During the year under review, the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified to hold office as director and debarred from holding the office of a Director.

21. Directors and Key Managerial Personnel:**i. Resignation of Company Secretary:**

Ms. Iti Sharma (having Membership No. A49853) resigned from the post of Company Secretary cum Compliance Officer of the Company w.e.f. 31st July, 2019.

ii. Appointment of Company Secretary:

Mr. Mushahid Ahmed Khan (having Membership No. A49192) was appointed as the Company Secretary of the Company w.e.f. 1st February, 2020. Mr. Mushahid Ahmed Khan was also appointed as the Compliance Officer of the Company w.e.f. 1st February, 2020.

iii. Resignation of Director:

Mr. Bharat Ramanlal Pandya (holding DIN 07337047), resigned from the directorship of the Company w.e.f. 26th June, 2020.

iv. Appointment of Additional Director:

Mr. Sharad Kumar Podar (holding DIN 03013938), was appointed as an Additional Director of the Company w.e.f. 15th July, 2020.

v. Appointment of Directors retiring by rotation:

Mr. Harish Sharma (holding DIN 07332874), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Brief profile of the Directors proposed to be re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are part of the Notice convening the Annual General Meeting.

vi. Declaration by Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. Nomination and Remuneration Policy:

The Nomination & Remuneration Committee of the Board of Directors has adopted a policy which deals with the manner of selection and appointment of Directors, Senior Management and their remuneration. The policy is in compliance with the provisions of Section 178(3) of the Companies Act, 2013. The Remuneration Policy is stated in the Report on Corporate Governance.

23. Vigil Mechanism:

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy.

24. Particulars of Loans, Guarantees or Investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

25. Related Party Transactions:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC 2 is not required. Details of transactions with related parties are given in the Notes to the Financial Statements.

26. Risk Management:

The Company has adequate internal controls in place at various functional levels and does not foresee any major risk such as financial, credit, legal, regulatory and other risk keeping in view the nature and size of its business.

27. Safety:

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

28. Significant and Material Orders Passed by the Regulators or Courts:

There are no significant and material orders passed by Regulators/Courts that would impact the going concern status of the Company and its future operations.

29. Material changes and commitments:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relates on the date of this report.

30. Board Evaluation:-

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board of Directors of the Company and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

31. **Corporate Governance:**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that our company affairs are managed in fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. A report on a Corporate Governance is appended as annexure to this report.

32. **Audit Committee:**

The Audit Committee is comprised of three Independent Directors. The composition of the Audit Committee is as follows:-

| Name | Designation | Category |
|---------------------------|-------------|------------------------------------|
| Mr. Govind Sidda Chavan | Chairman | Non-Executive Independent Director |
| Ms. Shweta Bharadwaja | Member | Non-Executive Independent Director |
| Mr. Harish Sitaram Sharma | Member | Executive Director |

All the recommendations made by the Audit Committee were accepted by the Board.

33. **Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee is comprised of three directors. The composition of the Remuneration Committee is as follows:-

| Name | Designation | Category |
|-------------------------|-------------|-------------------------------------|
| Mr. Manoj Kumar More | Chairman | Non-Executive Professional Director |
| Mr. Govind Sidda Chavan | Member | Non-Executive Independent Director |
| Ms. Shweta Bharadwaja | Member | Non-Executive Independent Director |

All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

34. Ratio of Remuneration:

The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

| Name | Designation | Remuneration F.Y. 2019-20 | % increase from previous year | Ratio / Times per median of employee remuneration |
|---------------------------|---------------------|----------------------------------|--------------------------------------|--|
| Mr. Harish Sitaram Sharma | Whole-time Director | 4,20,000 | Nil | 2.70 |
| Ms. Iti Sharma* | Company Secretary | 1,03,500 | Nil | N.A. |
| Mr. Mushahid Ahmed Khan** | Company Secretary | 42,000 | Nil | N.A. |

* upto 31st July, 2019 ** from 1st February, 2020

The particulars of the employees as required under Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the employees of the Company was in receipt of remuneration as prescribed under the said Rules.

35. Share Capital:**A) Buy Back of Securities**

The Company has not bought back any of its securities during the year under review.

B) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

C) Bonus Shares

No Bonus Shares were issued during the year under review.

D) Employees Stock Option Plan

The Company has not provided any stock option plan during the year under review.

36. Directors Responsibility Statement:

According to the provisions of section 134(3)(c) of the Companies Act, 2013, the directors confirm that:

- a) in the preparation of annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

- b) the accounting policies as selected are consistently applied and made judgements and estimates that are reasonable and prudent manner so as to ensure true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;
- c) adequate accounting records are maintained in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) financial statements have been drawn up on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

37. Acknowledgment:

Your directors take the opportunity to record their deep sense of gratitude for the valuable support and cooperation extended to the Company by its shareholders and bankers.

Registered Office:

Shop No. 2, First Floor,
Building No. 45-47,
Pavalam Street, Big Bazaar,
Coimbatore – 641 001.

Dated: 15th July, 2020

For and on behalf of the Board

**Sd/--
Harish Sitaram Sharma
DIN: 07332874
Chairman**

ANNEXURE-AMR-3SECRETARIAL AUDIT REPORT[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. DJS Stock and Shares Limited,
Shop No. 2, First Floor, Building No,
45-47, Pavalam Street, Big Bazaar,
Coimbatore-641001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. DJS Stock and Shares Limited (hereinafter called "the Company") Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **(Not applicable to the Company during the Audit Period);**

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 - **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 ; **(Not applicable to the Company during the Audit period);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company during the Audit period);**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
- (vi) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. **As per the information provided by the company's management the company has received one shareholders complaint in last financial year.**

The management clarification on the same the company has given the clarification/reply to the shareholder on the complaint made by shareholder and shareholder is satisfied with the clarification given by the company and complaint is closed on at the end of the company.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.

(iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

(v) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

(vi) The status of the company's scrip is suspended by BSE Ltd. (Stock Exchange where the securities of the companies are listed) and the company has paid penalty to the BSE Ltd. (Stock Exchange) w.r.t SEBI SOP Fine on application of Revocation of suspension with BSE Ltd.

I further Inform/report that during the year under review, the no events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Note:

- **This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.**
- **The Audit was conducted on quarterly basis and all the documents were obtained from the company except compliance for the quarter January to March 2020. Due to COVID-19 outbreak and the Government of India announcement complete 21 days lockdown which was further extended all the compliance documents for the quarter January to March 2020 were obtained through electronic mode and verified with requirements.**

**For Brajesh Gupta & Co.
Practising Company Secretary**

**Sd/-
Brajesh Gupta, Proprietor
Memb. No. ACS-33070
CP No.: 21306**

**Place: Indore
Dated: 15th July, 2020**

UDIN: A033070B000459199

Annexure to the Secretarial Audit Report

To,
The Members,
M/s DJS Stock and Shares Limited,
Shop No. 2, First Floor, Building No
45-47, Pavalam Street, Big Bazaar,
Coimbatore 641001,

Our report of even date is to be read along with this letter.

Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Brajesh Gupta & Co.
Practising Company Secretary**

Sd/-
Brajesh Gupta, Proprietor
Memb. No. ACS-33070
CP No.: 21306

Place: Indore
Dated: 15th July, 2020
UDIN: A033070B000459199

| |
|-------------------|
| Annexure B |
|-------------------|

| |
|-----------------------|
| FORM NO. MGT 9 |
|-----------------------|

| |
|---------------------------------|
| EXTRACT OF ANNUAL RETURN |
|---------------------------------|

| |
|---|
| as on financial year ended on 31.03.2020 |
|---|

| |
|--|
| [Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014] |
|--|

I. REGISTRATION & OTHER DETAILS:

| | | |
|-----|---|---|
| i | CIN | L67120TZ1994PLC005030 |
| ii | Registration Date | 27-04-1994 |
| iii | Name of the Company | DJS Stock and Shares Limited |
| iv | Category/Sub-category of the Company | Company Limited by Shares / Indian Non-Government Company |
| v | Address of the Registered office & contact details | Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore - 641001. |
| vi | Whether listed company | Yes (Listed in BSE) |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Purva Sharegistry (India) Private Limited No. 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. BorichaMarg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 01 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| Sl. No. | Name & Description of main Products/ services | NIC Code of the Product /Service | % to total turnover of the Company |
|---------|---|----------------------------------|------------------------------------|
| 1 | Broking services of shares and stocks | 67120 | 100.00% |

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| Sl. No. | Name & Address of the Company | CIN/GLN | Holding / Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|-------------------------------|---------|---------------------------------|------------------|--------------------|
| NIL | | | | | |

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

i) Category-Wise Share Holding

| Category of Shareholders | No. of Shares held at beginning of year | | | | No. of Shares held at end of the year | | | | % change during the year |
|---|---|----------------|-----------------|-------------------|---------------------------------------|----------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) State Govt (s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Corporates | 42130500 | 0 | 42130500 | 55.83 | 42130500 | 0 | 42130500 | 55.83 | 0.00 |
| d) Bank/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| SUB TOTAL (A) (1) :- | 42130500 | 0 | 42130500 | 55.835 | 42130500 | 0 | 42130500 | 55.83 | 0.00 |
| (2) Foreign | | | | | | | | | |
| a) NRIs- Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Other Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Corp. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Banks/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any other... | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| SUB TOTAL (A) (2) :- | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total Shareholding of Promoter (A)= (A)(1)+(A)(2) | 42130500 | 0 | 42130500 | 55.835 | 42130500 | 0 | 42130500 | 55.83 | 0.00 |
| B. PUBLIC SHAREHOLDING | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Banks/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Cenntal Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) State Govt(s). | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) FIs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| SUB TOTAL (B)(1) :- | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (2) Non Institutions | | | | | | | | | |
| a) Bodies corporates | | | | | | | | | |
| i) Indian | 9702280 | 97500 | 9799780 | 12.99 | 9631620 | 97500 | 9729120 | 12.89 | -0.094 |
| ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.2 lakhs | 12586542 | 4171850 | 16758392 | 22.21 | 12753959 | 4159850 | 16913809 | 22.42 | 0.206 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs | 5706209 | 0 | 5706209 | 7.56 | 5706209 | 0 | 5706209 | 7.56 | 0.000 |
| c) Others | | | | | | | | | |
| i) NRI | 67925 | 0 | 67925 | 0.09 | 65583 | 0 | 65583 | 0.09 | -0.003 |
| ii) HUF | 972294 | 0 | 972294 | 1.29 | 889779 | 0 | 889779 | 1.18 | -0.109 |
| iii) Clearing Members | 20900 | 0 | 20900 | 0.03 | 21000 | 0 | 21000 | 0.03 | 0.000 |
| SUB TOTAL (B)(2) :- | 29056150 | 4269350 | 33325500 | 44.17 | 29068150 | 4257350 | 33325500 | 44.17 | 0.000 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 29056150 | 4269350 | 33325500 | 44.17 | 29068150 | 4257350 | 33325500 | 44.17 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 71186650 | 4269350 | 75456000 | 100.000 | 71198650 | 4257350 | 75456000 | 100.000 | 0.00 |

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|---------|------------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | |
| 1 | B K Dyeing & Print Mills Pvt. Ltd. | 15813930 | 20.96 | 0 | 15813930 | 20.96 | 0 | 0.00 |
| 2 | Sriman Stocks Mgmt Pvt. Ltd. | 15789945 | 20.93 | 0 | 15789945 | 20.93 | 0 | 0.00 |
| 3 | Malar Sharesoppe Ltd. | 10526625 | 13.95 | 0 | 10526625 | 13.95 | 0 | 0.00 |
| | Total | 42130500 | 55.83 | 0.00 | 42130500 | 55.83 | 0.00 | 0.00 |

(iii) Changes in Promoters' Shareholding (Please Specify, if there is no change)

| Sl. No. | | Share holding at the beginning of the Year | | Cumulative Share holding during the year | |
|---------|--|--|------------------------------|--|------------------------------|
| | | No. of Shares | % of total shares of company | No. of shares | % of total shares of company |
| 1 | At the beginning of the year | No changes in Promoters shareholding | | | |
| 2 | Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc): | No changes in Promoters shareholding | | | |
| 3 | At the end of the year | No changes in Promoters shareholding | | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the Beginning of the Year | | Shareholding at the end of the Year | |
|---------|-------------------------------------|---|------------------------------|-------------------------------------|------------------------------|
| | | No. of shares | % of total shares of company | No. of shares | % of total shares of company |
| 1 | Victory Sales Pvt Ltd | 6961757 | 9.23 | 6961757 | 9.23 |
| 2 | Mohanlal Sehajpal | 1165500 | 1.54 | 1165500 | 1.54 |
| 3 | Madhusudan Mathurbhai Jani | 765074 | 1.01 | 765074 | 1.01 |
| 4 | Madanlal Harakchand Bagrecha | 653475 | 0.87 | 653475 | 0.87 |
| 5 | Lunkad Textiles Pvt Ltd | 653283 | 0.87 | 653283 | 0.87 |
| 6 | Manoj M Ruparael | 546860 | 0.72 | 546860 | 0.72 |
| 7 | Babubhai D Patel | 546807 | 0.72 | 546807 | 0.72 |
| 8 | Bhupendra Murji Shah | 530250 | 0.70 | 530250 | 0.7 |
| 9 | CPR Capital Services Ltd | 415620 | 0.55 | 415620 | 0.55 |
| 10 | Dolex Commercial Pvt Ltd | 411915 | 0.55 | 411915 | 0.55 |

(v) Shareholding of Directors & Key Managerial Personnel

| Sl. No | For Each of the Directors & KMP | Shareholding at the Beginning of the Year | | Cumulative Shareholding during the year | |
|--------|---|---|------------------------------|---|------------------------------|
| | | No. of shares | % of total shares of company | No. of shares | % of total shares of company |
| 1 | At the beginning of the year | None of the Directors or KMP hold shares | | | |
| 2 | Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc): | None of the Directors or KMP hold shares | | | |
| 3 | At the end of the year | None of the Directors or KMP hold shares | | | |

V. INDEBTEDNESS

| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | |
|---|---|------------------------|-----------------|---------------------------|
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| Additions | - | - | - | - |
| Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time directors and/or Manager:**

| Sl. No. | Particulars of Remuneration | Name of the MD/ WTD/ Manager | | | Total Amount |
|----------------|--|-------------------------------------|---|---|---------------------|
| | | | | | |
| | | Harish Sharma | - | - | - |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 420,000 | - | - | 420,000 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - | - |
| 2 | Stock option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | | | | |
| | -as % of profit | - | - | - | - |
| | -others, Specify.... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total (A) | 420,000 | - | - | 420,000 |
| | Ceiling as per the Act | | | | |

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|---------|--|-------------------|---|---|--------------|
| 1 | Independent Directors | - | - | - | - |
| | (a) Fee for attending board committee meetings | - | - | - | - |
| | (b) Commission | - | - | - | - |
| | (c) Others, please specify | - | - | - | - |
| | Total (1) | - | - | - | - |
| 2 | Other Non Executive Directors | - | - | - | - |
| | (a) Fee for attending board committee meetings | - | - | - | - |
| | (b) Commission | - | - | - | - |
| | (c) Others, please specify. | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - |
| | Overall Ceiling as per the Act. | - | - | - | - |

C. Remuneration to key Managerial Personnel other than MD/ Manager/ WTD

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|--|--------------------------|-----------------------|----------|----------------|
| | | Company Secretary | | CFO | Total |
| | | Iti Sharma* | Mushahid Ahmed Khan** | | |
| 1 | Gross Salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 103,500 | 42,000 | - | 145,500 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | | | | |
| | -as % of profit | - | - | - | - |
| | -others, specify | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total | 103,500 | 42,000 | - | 145,500 |

* upto 31-07-2019

** from 01-02-2020

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/ NCLT/ Court) | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

DJS STOCK AND SHARES LIMITED

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Company remains committed to the concept of good corporate governance practices in all its activities to ensure the ultimate goal of making the Company a value driven organization. The Company desires to achieve transparency, full disclosure and independent monitoring of the state of affairs and shall be fair to all its stakeholders. The Company has adopted the requirement of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure requirements of which are given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on the code of Corporate Governance is:

- i. To utilise all resources optimally for the maximization of Stakeholders value and the company is providing quality services to its client which is matching with the international standards.
- ii. To have a well knit family of employees, and imbibe the corporate values in the employees and encourage them in their conduct.
- iii. To ensure that the decision making process is fair and transparent.
- iv. To ensure adequate control systems to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders.

2. BOARD OF DIRECTORS:

(i) Composition and Category of Directors as on 31st March 2020.

| Name of Directors | Category |
|----------------------------|-------------------------------------|
| Mr. Harish Sitaram Sharma | Whole-time Director |
| Mr. Manoj Kumar More | Non-Executive Professional Director |
| Mr. Bharat Ramanlal Pandya | Non-Executive Professional Director |
| Mr. Govind Sidda Chavan* | Non-Executive Independent Director |
| Mr. Anish Kumar Sawarnya | Executive Professional Director |
| Ms. Shweta Bharadwaja* | Non-Executive Independent Director |

* Also Independent

Independent Director is defined as one who apart from receiving sitting fee as a Director, does not have any other material pecuniary relationship or transactions in his personal capacity with the Company, its promoters & management.

(ii) Meetings and Attendance of Directors during the financial year 2019-2020.

In the financial year 2019-20, the Board of Directors met 5 times. The meetings were held on 30-05-2019, 14-08-2019, 03-09-2019, 14-11-2019 and on 14-02-2020. Attendance of Directors in meetings held during the financial year 2019-2020.

| Name of Directors | No. of Board Meeting attended in F.Y. 2019-20 | Attendance at Last AGM (28-09-2019) |
|----------------------------|---|-------------------------------------|
| Mr. Harish Sitaram Sharma | 5 | Yes |
| Mr. Manoj Kumar More | 5 | No |
| Mr. Bharat Ramanlal Pandya | 5 | No |
| Mr. Govind Sidda Chavan | 5 | Yes |
| Mr. Anish Kumar Sawarnya | 5 | Yes |
| Ms. Shweta Bharadwaja | 5 | Yes |

(iii) Directorships and Committees position held in other Companies as on 31st March 2020

| Name of the Director | No. of outside Directorship held | No. of committee positions | | Directorship in other listed entities Name and Category |
|----------------------------|----------------------------------|----------------------------|-----------|--|
| | | As Chairman | As Member | |
| Mr. Manoj Kumar More | 5 | 2 | 1 | Ken Financial Services Ltd. - Director |
| Mr. Govind Sidda Chavan | Nil | None | None | None |
| Mr. Harish Sitaram Sharma | Nil | None | None | None |
| Mr. Bharat Ramanlal Pandya | 3 | None | None | None |
| Ms. Shweta Bharadwaja | Nil | None | None | None |
| Mr. Anish Kumar Sawarnya | Nil | None | None | None |

Only three Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration committee are considered for this purpose.

(iv) Disclosure of relationships between Director inter-se:

Table given below shows the relationship between the Directors:

| Name of the Directors | Category | Relationship between Directors Inter-se |
|----------------------------|----------------------------|---|
| Mr. Manoj Kumar More | Professional Non-Executive | None |
| Mr. Govind Sidda Chavan | Independent Non-Executive | None |
| Mr. Harish Sitaram Sharma | Whole-time Director | None |
| Mr. Bharat Ramanlal Pandya | Professional Non-Executive | None |
| Ms. Shweta Bharadwaja | Independent Non-Executive | None |
| Mr. Anish Kumar Sawarnya | Professional Executive | None |

(v) Shareholding of Non- Executive Directors in the Company:

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2020:

| Name of Directors | Category | No. of Shares held |
|----------------------------|----------------------------|--------------------|
| Mr. Manoj Kumar More | Professional Non-Executive | Nil |
| Mr. Govind Sidda Chavan | Independent Non-Executive | Nil |
| Mr. Bharat Ramanlal Pandya | Professional Non-Executive | Nil |
| Ms. Shweta Bharadwaja | Independent Non-Executive | Nil |

(vi) Independent Directors:

Every Independent Director of the Company is provided with ongoing information about the industry and the Company so as to familiarize them with the latest developments. The questionnaires are prepared considering the business of the Company.

The details of the Policy for the familiarization programmes for the Independent Directors are hosted on the website of the Company which can be accessed at the website: www.djsstocks.com

The Board of Directors confirm that the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of management.

(vii) Skills, Expertise and Competencies of the Board

| Skill / Expertise/ Competence | Whether available with the Board |
|-----------------------------------|----------------------------------|
| Industry Knowledge and Experience | Yes |
| Leadership | Yes |
| Team Management | Yes |
| Information Technology | Yes |
| Accounting and Finance | Yes |
| Business Development | Yes |
| Compliance and Risk | Yes |
| Business Strategy | Yes |
| Personal Values | Yes |

3. AUDIT COMMITTEE:**(i) Terms of Reference**

The Audit Committee has been mandated with the terms of reference as specified in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & enumerated in Section 177 of the Companies Act, 2013 and covers all the aspects stipulated by the SEBI Guidelines.

(ii) Composition of the Committee:

The Audit Committee is comprised of independent and executive directors. During the financial year ended 31.03.2020, four Audit Committee Meetings were held on 30-05-2019, 14-08-2019, 14-11-2019 and 14-02-2020. The composition of the Audit Committee and the attendance of each Director at their meetings are as follows:-

| Name | Designation | Category | No. of meetings attended during the F.Y. 2019-20 |
|---------------------------|--------------------|------------------------------------|---|
| Mr. Govind Sidda Chavan | Chairman | Non-Executive Independent Director | 4 |
| Ms. Shweta Bharadwaja | Member | Non-Executive Independent Director | 4 |
| Mr. Harish Sitaram Sharma | Member | Executive Director | 4 |

- (iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/rules and/or as and when felt necessary)
- (a) The Statutory Auditors viz. M/s Satya Prakash Natani & Co.
- (iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 29th September, 2019 and provided clarifications to the members of the Company on the matters relating to accounts and finance.
- (v) An Audit Committee meeting was held on 30th May, 2019 where the Annual Financial Statements for the year ended 31st March, 2019 were reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors for their perusal and adoption.

The Audit Committee reviewed the Quarterly / Half Yearly Unaudited Financial Results on the following dates before recommending the same to the Board.

| Financial Reporting | Date of Approval by Audit Committee |
|---|--|
| Quarter ended 31 st March, 2019 | 30 th May, 2019 |
| Quarter ended 30 th June, 2019 | 14 th August, 2019 |
| Quarter/Half Year ended 30 th Sept. 2019 | 14 th November, 2019 |
| Quarter ended 31 st December, 2019 | 14 th February, 2020 |

4. NOMINATION AND REMUNERATION COMMITTEE:

In accordance with the provisions of Section 178 of the Companies Act, 2013 and requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has proper constitution of Nomination and Remuneration Committee and the terms of reference before the Committee are as under:

(i) Terms of Reference

- (a) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (b) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees.

The Remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The employees rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

(ii) Composition of the Committee:

The Nomination and Remuneration Committee is comprised of three directors. During the financial year ended 31.03.2020, Two Committee Meetings were held on 30-05-2019 and 14-02-2020. The composition of the Nomination and Remuneration Committee and the attendance of each Director at their meetings are as follows:-

| Name | Designation | Category | No. of meetings attended during the F.Y. 2019-20 |
|-------------------------|--------------------|-------------------------------------|---|
| Mr. Manoj Kumar More | Chairman | Non-Executive Professional Director | 2 |
| Mr. Govind Sidda Chavan | Member | Non-Executive Independent Director | 2 |
| Ms. Shweta Bharadwaja | Member | Non-Executive Independent Director | 2 |

(iii) Performance Evaluation Criteria for Independent Directors:

Pursuant to the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Director. The Evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

- Attendance of Board and Committee Meetings;
- Quality of contribution to Board deliberations;
- Strategic perspectives or inputs regarding future growth of the Company and its performances;
- Providing perspectives and feedback going beyond information provided by the management.

5. REMUNERATION OF DIRECTORS:

- (a) Pecuniary relationship or transactions of the non-executive directors:

The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2019-20.

- (b) Criteria of making payments to non-executive directors:

None of the Non - Executive Directors is being paid any remuneration.

- (c) Details of remuneration / sitting fees paid to Directors during the year ended 31st March, 2020 and shares held by them on that date are as follows:

| Name | Remuneration | Share held |
|---------------------------|----------------|------------|
| Mr. Harish Sitaram Sharma | Rs. 4,20,000/- | NIL |

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference before the Stakeholders Relationship Committee of the Board are as under:

- (i) The Company has a 'Stakeholders Relationship Committee' to review transfer and transmission of securities, issue of duplicate certificates, share dematerialization and rematerialization, monitoring the performance of company's Registrar and Transfer Agent and deals with other Shareholder related issues.
- (ii) The Committee is chaired by Mr. Govind Sidda Chavan, The Committee met twice during the year 2019-20 on 14-08-2019 and 14-02-2020. The composition of the Committee and the attendance of each Director at their meetings are as follows

| Name | Designation | Category | No. of meetings attended during the F.Y. 2019-20 |
|---------------------------|-------------|------------------------------------|--|
| Mr. Govind Sidda Chavan | Chairman | Non-Executive Independent Director | 2 |
| Ms. Shweta Bharadwaja | Member | Non-Executive Independent Director | 2 |
| Mr. Harish Sitaram Sharma | Member | Executive Director | 2 |

- (iii) Iti Sharma has been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange, Mumbai.

- (iv) Number of Shareholders' complaints received during the year : Nil
 Number not solved to the satisfaction of the Shareholders : Nil
 Number of pending share Transfers : Nil

7. GENERAL BODY MEETINGS:

- (i) Details of the last three Annual General Meetings:

| AGM | Date | Location | Time |
|------------------|------------|---|------------|
| 23 rd | 30-09-2017 | Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002. | 9:00 a.m. |
| 24 th | 29-09-2018 | Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore- 641001 | 9:00 a.m. |
| 25 th | 28-09-2019 | Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore- 641001 | 10:30 a.m. |

- (ii) Special Resolution passed in previous three AGMs:

| AGM Date | Special Resolutions passed |
|------------|---|
| 30-09-2017 | No Special Resolution was passed |
| 29-09-2018 | <ol style="list-style-type: none"> 1. Shifting of registered office of the Company from State of Tamil Nadu to State of Maharashtra; 2. Amendment of title of Incidental Object Clause of Memorandum of Association; 3. Deletion of Other Object Clause of Memorandum of Association; 4. Amendment of Liability Clause of Memorandum of Association; 5. Adoption of New Set of Articles of Association of the Company. |
| 28-09-2019 | No Special Resolution was passed |

- (iii) Postal Ballot: During the year 2019-20, there was no special resolution passed through postal ballot process. None of the business is proposed to be transacted through Postal Ballot.

8. MEANS OF COMMUNICATION.

| | |
|---|---|
| Quarterly Results | The quarterly results as approved and taken on record by the Board of Directors of the Company generally within one and half month of the close of the relevant quarters are sent forthwith to the Stock Exchange, Mumbai and published in the proforma as prescribed in the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| Which newspaper normally published in | The Free Press Journal (English Newspaper) Makkal Kurna (Regional newspaper) |
| Any website where displayed | www.djsstocks.com |
| Whether it also displays official news release | No |
| Whether presentations made to institutional investors or to analyst | No request as such was received |

9. GENERAL SHAREHOLDERS INFORMATION

| | | |
|--------|--|---|
| (i) | Financial Year | 1 st April to 31 st March |
| (ii) | Dividend Payment Date | Not Applicable |
| (iii) | Listing on Stock Exchanges | The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai |
| (iv) | Listing Fees | The Company is yet to pay the listing fees to the BSE Limited for the financial year 2019-20. |
| (v) | Stock Code BSE ISIN | 511636 INE234E01027 |
| (vi) | Depository Connectivity | National Securities Depository Ltd. Central Depository Services (India) Ltd. |
| (vii) | Stock Market Data: No trade has taken place during the F.Y. 2019-20 | |
| (viii) | Performance of the share price of the Company in comparison to the BSE Sensex: | The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015. |
| (ix) | <p>Registrar & Transfer Agents: The Company has appointed M/s. Purva Sharegistry (India) Private Limited as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions.</p> <p>M/s. Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.</p> | |
| (x) | <p>Share Transfer System: With a view to expedite the process of share transfers, Board of Directors has delegated the power of share transfer to Stakeholders Relationship Committee of the Board. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited and Central Depository Services (India) Limited within 7 days.</p> | |

(xi) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020:

(a) According to Category holdings

| Category | No. of Shareholders | % of Shareholders | No. of Shares | % of shares |
|------------------|---------------------|-------------------|-----------------|---------------|
| Promoters | | | | |
| Bodies Corporate | 3 | 0.12 | 42130500 | 55.83 |
| Public | | | | |
| Individual | 2375 | 95.80 | 22620018 | 29.98 |
| Corporate Bodies | 36 | 1.45 | 9729120 | 12.89 |
| NRI | 6 | 0.24 | 65583 | 0.09 |
| HUF | 56 | 2.26 | 889779 | 1.18 |
| Clearing Member | 3 | 0.12 | 21000 | 0.03 |
| Total | 2479 | 100.00 | 75456000 | 100.00 |

(b) According to Number of Equity Shares

| No. of Equity Shares held | No. of Shareholders | % of shareholders | No. of shares | % of shares |
|---------------------------|---------------------|-------------------|-----------------|-------------|
| 1-5000 | 1872 | 75.51 | 3446770 | 4.57 |
| 5001-10000 | 228 | 9.20 | 1665204 | 2.21 |
| 10001-20000 | 151 | 6.09 | 2142600 | 2.84 |
| 20001-30000 | 64 | 2.58 | 1548323 | 2.05 |
| 30001-40000 | 46 | 1.86 | 1664221 | 2.21 |
| 40001-50000 | 31 | 1.25 | 1393910 | 1.85 |
| 50001-100000 | 39 | 1.57 | 2784078 | 3.69 |
| 100001 & above | 48 | 1.94 | 60810894 | 80.58 |
| Total | 2479 | 100 | 75456000 | 100 |

| | | |
|--------|--|--|
| (xii) | Dematerialization of Shares and liquidity | 94.36% of the Company's Equity shares are Dematerialized as on 31.03.2020 |
| (xiii) | Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity | Not applicable |
| (xiv) | Plant Locations | The Company is not engaged in manufacturing activities hence do not have any plant. |
| (xv) | Address for Correspondence | The shareholders may address their communications/suggestions/grievances/ queries to our share transfer agent: Purva Sharegistry (India) Private Limited Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011. |
| (xvi) | Credit Rating | Nil |

10. DISCLOSURES:

| | |
|---|---|
| Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large | There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management or relatives etc. during the year, that may have potential conflict with the interests of the Company at large. |
| Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years. | Due to non-compliance regarding filing reports, the trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015. |

| | |
|--|--|
| Details of establishment of vigil mechanism / whistle blower policy | The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. |
| Details of compliance with mandatory requirements and adoption of non-mandatory requirements | The Company has complied with all mandatory requirements of Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (w.e.f. 1 st December, 2015). The details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report. |
| Material Subsidiary | The Company has no material Subsidiary |
| Web link for policy on dealing with related party transactions | www.djsstocks.com |
| Commodity Price risk or foreign exchange risk and hedging activities | The Company did not engage in Commodity & hedging activities. |
| Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) | The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) |
| Certificate regarding no-disqualification of Directors | A certificate from M/s. Brajesh Gupta & Co., Practicing Company Secretary, has been obtained stating that none of the directors on Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance. |
| Fees paid to Statutory Auditors | Total fees of Rs. 40,000/- (Rupees Forty Thousand only) for the year 2019-20, for all the services was paid by the Company to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part. |

11. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

- (a). number of complaints filed during the financial year : Nil
(b). number of complaints disposed of during the financial year : Nil
(c). number of complaints pending as on end of the financial year : Nil

12. COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

During the year 2019-20, the Company has complied with the requirements of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

13. DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- a) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

14. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company has complied with the Regulations 17 to 27 and Clauses (b) to (i) sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the year 2019-20, wherever applicable.

15. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31st March, 2020. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

DECLARATION – CODE OF CONDUCT

I, Harish Sitaram Sharma, Whole-time Director of the Company, do hereby declare that all the Board members and Senior management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to requirements of para D of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Place: Mumbai
Dated: 15-07-2020

Sd/--
Harish Sitaram Sharma
DIN: 07332874
Whole-time Director

CHIEF FINANCIAL OFFICER CERTIFICATION:

[Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

I, **Anish Kumar Sawarnya**, Chief Financial Officer of the Company, to the best of my knowledge and belief, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of my knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I have reviewed the internal controls and procedures, and to the best of my knowledge and information, I affirm that the Company has adequate internal controls and procedures.
- (d) Based on my knowledge and information:
- (i) There has not been any significant changes in internal control over financial reporting during the financial year ended 31st March, 2020;
 - (ii) There has not been significant changes in the accounting policies during the financial year ended 31st March, 2020
 - (iii) I have not become aware of any significant fraud or involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting

Place: Thane
Dated: 15th July, 2020

Sd/--
Anish Kumar Sawarnya
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
M/s Djs Stock and Shares Limited
Shop No. 2, First Floor, Building No. 45-47,
Pavalam Street, Big Bazaar, Coimbatore 641001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s Djs Stock and Shares Limited**, having CIN L67120TZ1994PLC005030 and having registered office at **Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore 641001** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name Of Directors | DIN | Date Of Appointment |
|---------|----------------------------------|----------|---------------------|
| 1 | Manoj Kumar More | 00040190 | 15/05/2011 |
| 2 | Govind Sidda Chavan | 01608768 | 28/06/2018 |
| 3 | Bharat Ramanlal Pandya | 06485239 | 14/03/2013 |
| 4 | Harish Sitaram Sharma | 07332874 | 14/03/2016 |
| 5 | Shweta Bharadwaja | 08114392 | 26/04/2018 |
| 6 | Anish Kumar Ram Kishori Sawarnya | 08154578 | 28/06/2018 |

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nitesh Chaudhary
Practicing Company Secretary
CP No.: 16275

Sd/--
Nitesh Chaudhary
Proprietor
FCS No. 10010

Place: Mumbai
Date: 15/07/2020

UDIN: F010010B000634183

MANAGEMENT DISCUSSION AND ANALYSIS

Overall Outlook

India's GDP growth in FY20 continued on a downward growth trajectory which had begun in Q1FY19. The nation has been facing several structural stresses such as, sluggish private investment for more than six years, significant decline in savings rate for more than seven years and highest unemployment rate in the past 45 years. A broad-based consumption breakdown further accentuated the slowdown. The COVID-19 induced lockdown/social distancing measures started in March 2020 and put 90% of the overall economic activity into standstill. It consequently hastened the downward trajectory of GDP growth in Q4FY20 to 3.1%. For FY20, India's GDP growth declined to 4.2% as compared to 6.1% in FY19.

Therefore, it is expected that economic activity should start to gain traction gradually during the course of FY21 though the first half may be muted. The downside risk arises from the way oil prices behave on how the US sanctions against Iran pan out, how the ongoing US China trade war ends and a sharper than expected slowdown in the global economy, which may hurt not only exports but also capital flows and sentiments.

Industry Structure and Development

Financial markets remained jittery in FY20 due to domestic economic slowdown, concerns on fiscal slippage and geopolitical tensions. Weaknesses in overall economic activity also put pressure on business growth. The spread of COVID-19 in March 2020, further heightened uncertainties for Q4FY20.

Your Company is continuously reviewing the evolving situation in the light of COVID-19 and playing a responsible role in minimising the adverse impact of the pandemic on its businesses and the stakeholders' interests.

Segment-wise/Product-wise Performance

Your Company has only one reporting segment. The revenue for the year was Rs. 131.07 lakh and incurred loss of Rs. 123.21 lakh for the year.

Outlook

The markets presently are subdued due to COVID-19 and how sooner it will revive is not easy to predict. However, with the industry's increasing preparedness, the evolving opportunities can be better harvested.

Risk Management

Risk management is integral part of business for the Company. The good risk management practices of the Company have facilitated navigating through environmentally turbulent times. While we have been managing various risks, a need for holistic approach to risk management led us to embrace yet another long journey towards Enterprise Risk Management (ERM). This we believe would strategically benchmark our practices to the best in class levels in ensuing years.

Internal Control System

Your Company has a planned internal control system through internal checks and reviews it periodically to strengthen it and safeguard Company's assets. Management Information System is given upmost importance.

Financial Performance w.r.t. Operational Performance

During the year under review, the Company has earned Total Revenue of Rs. 142.20 lakh in comparison to Rs. 134.20 lakh during the previous year. The Company has reported a profit of Rs. 15.49 Lakhs in comparison to loss of Rs. 456.43 lakh during the previous year.

Safety, Health and Environment

Your Company as a matter of policy gives greater importance to safety, health and environment and also ensures compliance with applicable legislative requirements.

Human Resources

Your Company recognizes the importance of Human Resource in achieving its objectives and strategies as human resource plays an important role in the success and growth of Company. Your company gives priority in honing and utilizing their skills through in house training programs.

Key Financial Ratios:

In accordance with the SEBI (Listing Obligations and disclosures Requirements) Regulations 2018 (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in Key sector-specific financial ratios.

| PARTICULARS | F.Y. 2019-20 | F.Y. 2018- 19 |
|--------------------------------------|---------------------|----------------------|
| Return On Net-worth (%) ¹ | 1.88% | 1.48% |

1. Return on Net-worth (%) gone up due to increase in income from operation of the company.

Cautionary Statement

The report contains forward looking statements describing expectations, estimates, plans or words with similar meaning. Your Company's actual result may differ from those projected depending on various factor. Your Company cannot guarantee that the assumptions and estimates in the forward looking statements are accurate or will be realized.

Independent Auditors' Report

To the Members of **DJS Stock & Shares Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of DJS Stock & Shares Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures

responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "**Annexure**

A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
 - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
 Firm's Registration No.: 115438W

Sd/--
Satya Prakash Natani
Partner
 Membership No.: 048091
 UDIN: 20048091AAAIR7176

Mumbai
 July 15, 2020

Annexure A to the Independent Auditors' Report

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the members of DJS Stock and Shares Limited of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
- (c) The Company did not own any immovable property during the year.
- (ii) The stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Hence, the provisions of clause ii of the order are not applicable to the Company
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 during the year. Consequently, the provisions of clauses iii (a) and iii (c) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
- (vii) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Goods & Service Tax, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations

given to us there were no outstanding statutory dues as on March 31, 2020 for a period of more than six months from the date they became payable except an amount of Rs. 35,300/- towards profession tax.

- (b) According to the information and explanations given to us, details of dues of Income Tax, which have not been deposited as at March 31, 2020 on account of disputes are given below:

| Nature of the statute | Nature of Dues | Forum where Dispute is Pending | Period to which the Amount Relates | Amount |
|--------------------------|----------------|--------------------------------|------------------------------------|-----------|
| The Income Tax Act, 1961 | Income Tax | Appeal pending before CIT(A)* | AY 2016-17 | 30,07,278 |
| | Income Tax | Appeal pending before CIT(A)* | AY 2015-16 | 44,14,953 |

*Note 25: Contingent Liabilities

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations, the Company has paid/provided managerial remuneration in accordance with the requisite approval mandated by the provision of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any

preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

(xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

(xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

Mumbai
July 15, 2020

Sd/--
Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 20048091AAAAIR7176

Annexure B to the Independent Auditors' Report

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the members of DJS Stock and Shares Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DJS Stock & Shares Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

Mumbai
July 15, 2020

Sd/--
Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 20048091AAAIR7176

DJS Stock & Shares Limited
Balance Sheet as at March 31, 2020

(in Rs.)

| Particulars | Note | As at March 31, | |
|---------------------------------------|------|--------------------|--------------------|
| | | 2020 | 2019 |
| ASSETS | | | |
| Non Current Assets | | | |
| Property, plant & equipment | 2 | 389,058 | 379,356 |
| Intangible Assets | | - | 51,415 |
| Financial Assets | | | |
| - Investment | 3 | 514,502 | 502,394 |
| Income Tax Assets (Net) | 4 | 7,924,655 | 3,678,489 |
| Current Assets | | | |
| Inventories | 5 | 242,168 | 22,246,197 |
| Financial Assets | | | |
| -Deposits | 6 | 15,363,564 | 14,287,271 |
| -Trade Receivables | 7 | 47,753,146 | 19,184,688 |
| -Cash & Cash Equivalents | 8 | 77,833,109 | 99,441,847 |
| -Other Current Assets | 9 | 43,441,163 | 43,351,028 |
| Total Assets | | 193,461,365 | 203,122,687 |
| EQUITY & LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 10 | 75,456,000 | 75,456,000 |
| Other Equity | | 6,364,301 | 4,814,968 |
| Liabilities | | | |
| Deferred Tax Liability (Net) | 11 | 42,691 | 56,303 |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| - Trade Payables | 12 | 15,911,528 | 2,855,099 |
| - Other financial liabilities | 13 | 92,736,051 | 119,851,518 |
| Other Current Liabilities | 14 | 2,950,794 | 88,798 |
| Total Equity & Liabilities | | 193,461,365 | 203,122,687 |

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
DJS Stock & Shares Limited
CIN: L67120TZ1994PLC005030

Sd/--
Satya Prakash Natani
Partner
Membership No.: 048091

Sd/--
Harish Sharma
Whole-time Director
DIN: 07332874

Sd/--
Anish Sawarnya
Director & CFO
DIN: 08154578

Mumbai
15th July, 2020

Sd/--
Mushahid Ahmed Khan
Company Secretary

DJS Stock & Shares Limited**Statement of Profit & Loss for the year ended March 31, 2020**

(in Rs.)

| Particulars | Note | For the year ended March 31, | |
|---|------|------------------------------|--------------------|
| | | 2020 | 2019 |
| Revenue from Operations | 15 | 13,106,787 | 12,320,580 |
| Other Income | 16 | 1,112,904 | 1,099,135 |
| Total Income | | 14,219,691 | 13,419,715 |
| EXPENSES | | | |
| Employee benefit expenses | 17 | 4,106,362 | 4,054,649 |
| Finance cost | 18 | 2,578,356 | 2,504,287 |
| Depreciation & amortization expenses | 19 | 63,324 | 28,381 |
| Other expenses | 20 | 5,503,036 | 5,393,706 |
| Total Expenses | | 12,251,078 | 11,981,023 |
| Profit before Tax | | 1,968,613 | 1,438,692 |
| Current Tax | | 445,000 | 277,000 |
| Deferred Tax | | -13,612 | -29,647 |
| Tax Expenses | | 431,388 | 247,353 |
| Profit/ (Loss) for the period | | 1,537,225 | 1,191,339 |
| Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss (net of Income Tax) | | - | - |
| Items that will be reclassified to profit or loss (net of Income Tax) | | 12,108 | -46,834,274 |
| Total Comprehensive Income for the period | | 1,549,333 | -45,642,936 |
| Earning per equity share | 21 | | |
| Basic | | 0.02 | -0.60 |
| Diluted | | 0.02 | -0.60 |

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
DJS Stock & Shares Limited
CIN: L67120TZ1994PLC005030

Sd/--
Satya Prakash Natani
Partner
Membership No.: 048091

Sd/--
Harish Sharma
Whole-time Director
DIN: 07332874

Sd/--
Anish Sawarnya
Director & CFO
DIN: 08154578

Mumbai
15th July, 2020

Sd/--
Mushahid Ahmed Khan
Company Secretary

DJS Stock & Shares Limited
Statement of Cash Flow

(in Rs.)

| Particulars | For the year ended March 31, | |
|---|------------------------------|-------------------|
| | 2020 | 2019 |
| Profit after tax | 1,549,333 | 1,191,339 |
| Adjustment to reconcile net profit to net cash provided by operating activities | | |
| Depreciation & amortization | 63,324 | 28,381 |
| Interest & dividend Income | (1,112,904) | (1,099,135) |
| Finance Expenses | 2,578,356 | 1,108,929 |
| Change in assets & liabilities | | |
| Investments | (12,108) | - |
| Current assets | (7,730,857) | (8,484,128) |
| Income Tax Assets | (4,246,166) | - |
| Trade payables | 13,056,429 | (7,013,688) |
| Deferred Tax | (13,612) | 29,647 |
| Other financial & current liabilities | (24,253,471) | 30,067,188 |
| Cash generated from operating activities | (20,121,676) | 15,828,533 |
| Income Tax Paid | - | - |
| Net Cash generated from operating activities | (20,121,676) | 15,828,533 |
| Cash flow from investing activities | | |
| Purchase of Fixed assets | (21,610) | - |
| Interest & dividend Income | 1,112,904 | 1,099,135 |
| | 1,091,293 | 1,099,135 |
| Cash flow from financing activities | | |
| Borrowings | - | - |
| Finance Cost | (2,578,356) | (1,108,929) |
| | (2,578,356) | (1,108,929) |
| Net cash generated | (21,608,739) | 15,818,738 |
| Cash & cash equivalents at the beginning of the year | 99,441,848 | 83,623,109 |
| Cash & cash equivalents at the end of the year | 77,833,109 | 99,441,847 |

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
DJS Stock & Shares Limited
CIN: L67120TZ1994PLC005030

Sd/--
Satya Prakash Natani
Partner
Membership No.: 048091

Sd/--
Harish Sharma
Whole-time Director
DIN: 07332874

Sd/--
Anish Sawarnya
Director & CFO
DIN: 08154578

Mumbai
15th July, 2020

Sd/--
Mushahid Ahmed Khan
Company Secretary

Overview and notes to Standalone Financial Statements

General Information

DJS Stock & Shares Limited ('the Company') is a public limited company incorporated & domiciled in India and has its registered office at Coimbatore, Tamilnadu, India. The company is listed on Bombay Stock Exchange (BSE).

Note 1: Significant Accounting policies

1.1 Statement of Compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value, the provision of Companies Act, 2013 (the Act) (to the extent notified) and the guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to existing accounting standards required a change in the accounting policies hitherto in use.

1.2 Inventories

The company has held shares as stock in trade and the same are valued at lower of cost or market value.

1.3 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

1.4 Property, plant & equipment:

All Property, Plant & Equipment's are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalized until the assets are ready for use and include freight, duties, taxes and expenses incidental to acquisition and installation.

Subsequent expenditures related to an item of Property, Plant & Equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognized in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') over the estimated useful lives of the assets specified in Schedule II of the Companies Act, 2013.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

1.5 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and recognized when it is probable that the economic benefits associated with the transaction will flow to the entity.

1.6 Financial Instruments

(A) Financial Assets

Recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

- (a) Measured at amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss.
- (b) Measured at fair value through other comprehensive income:** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.
- (c) Measured at fair value through profit or loss:** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity Instruments:

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument

shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss, if any.

(B) Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or losses are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.7 Employee Benefits

The Company follows the policy of accounting for the same only on crystallization of the liability.

1.8 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.10 Leases**Policy Applicable from April 1, 2019**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is

depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Short-term leases having a lease term of 12 months or less and low value leases are accounted for in the statement of profit and loss as a revenue item.

DJS Stock & Shares Limited
Statement of Changes in Equity

(in Rs.)

| Particulars | Equity Share Capital | Retained Earnings | Total equity attributable to equity shareholders of the company |
|---|----------------------|-------------------|---|
| Balance as of April 1, 2019 | 75,456,000 | 4,814,968 | 80,270,968 |
| Total Comprehensive income for the year | - | 1,549,333 | 1,549,333 |
| Dividend transfer to retained earnings | - | - | - |
| Balance as of March 31, 2020 | 75,456,000 | 6,364,301 | 81,820,301 |
| Balance as of April 1, 2018 | 75,456,000 | 50,457,904 | 125,913,904 |
| Total Comprehensive income for the year | - | -45,642,936 | -45,642,936 |
| Dividend transfer to retained earnings | - | - | - |
| Balance as of March 31, 2019 | 75,456,000 | 4,814,968 | 80,270,968 |

Significant accounting policies

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
DJS Stock & Shares Limited
CIN: L67120TZ1994PLC005030

Sd/--
Satya Prakash Natani
Partner
Membership No.: 048091

Sd/--
Harish Sharma
Whole-time Director
DIN: 07332874

Sd/--
Anish Sawarnya
Director & CFO
DIN: 08154578

Mumbai
15th July, 2020

Sd/--
Mushahid Ahmed Khan
Company Secretary

DJS Stock & Shares Limited**Notes to Financial Statements****Note 2: Property, plant & equipment & Intangible Assets**

(in Rs.)

| Particulars | Furniture & Fixtures | Office Equipments | Water Cooler | Computers | Computer Software | Total |
|---|----------------------|-------------------|---------------|------------------|-------------------|-------------------|
| Gross carrying value as of April 1, 2018 | 1,511,884 | 524,380 | 10,000 | 9,928,463 | 1,382,262 | 13,356,989 |
| Additions | - | - | - | - | - | - |
| Deletions | - | - | - | - | - | - |
| Gross carrying value as of March 31, 2019 | 1,511,884 | 524,380 | 10,000 | 9,928,463 | 1,382,262 | 13,356,989 |
| Accumulated depreciation as of April 1, 2018 | 1,427,497 | 498,161 | 6,944 | 9,634,388 | 1,330,847 | 12,897,837 |
| Depreciation for the year | 4,476 | - | 1,900 | 22,005 | - | 28,381 |
| Accumulated depreciation on deletions | - | - | - | - | - | - |
| Accumulated depreciation as of March 31, 2019 | 1,431,972 | 498,161 | 8,844 | 9,656,393 | 1,330,847 | 12,926,217 |
| Carrying value as of March 31, 2019 | 79,912 | 26,219 | 1,156 | 272,070 | 51,415 | 430,772 |
| Gross carrying value as of April 1, 2019 | 1,511,884 | 524,380 | 10,000 | 9,928,463 | 1,382,262 | 13,356,989 |
| Additions | - | - | - | 21,610 | - | 21,610 |
| Deletions | - | - | - | - | - | - |
| Gross carrying value as of March 31, 2020 | 1,511,884 | 524,380 | 10,000 | 9,950,073 | 1,382,262 | 13,378,599 |
| Accumulated depreciation as of April 1, 2019 | 1,431,972 | 498,161 | 8,844 | 9,656,393 | 1,330,847 | 12,926,217 |
| Depreciation for the year | 319 | - | 656 | 10,933 | 51,415 | 63,324 |
| Accumulated depreciation on deletions | - | - | - | - | - | - |
| Accumulated depreciation as of March 31, 2020 | 1,432,291 | 498,161 | 9,500 | 9,667,327 | 1,382,262 | 12,989,541 |
| Carrying value as of March 31, 2020 | 79,593 | 26,219 | 500 | 282,747 | - | 389,058 |

DJS Stock & Shares Limited**Notes to Financial Statements**

(in Rs.)

| Particulars | As at March 31, | |
|--|-------------------|-------------------|
| | 2020 | 2019 |
| Note 3: Investments | | |
| Investment | 47,336,669 | 47,336,669 |
| Less: Provision for diminution of Investment | -46,822,167 | -46,834,274 |
| | 514,502 | 502,394 |
| Note 4: Income Tax Assets (Net) | | |
| Income Tax Assets | 7,924,655 | 3,678,489 |
| | 7,924,655 | 3,678,489 |
| Note 5: Inventories | | |
| Quoted | | |
| Shares | 242,168 | 22,246,197 |
| | 242,168 | 22,246,197 |
| Note 6: Deposits | | |
| (Unsecured, Considered Good) | | |
| Deposits | 15,363,564 | 14,287,271 |
| | 15,363,564 | 14,287,271 |
| Note 7: Trade Receivables | | |
| Secured, considered good | | |
| Debts outstanding for a period over six months | 16,162,402 | 19,184,688 |
| Others | 31,590,744 | - |
| | 47,753,146 | 19,184,688 |
| Note 8: Cash & Cash Equivalentents | | |
| Balance with Banks | 77,827,101 | 99,379,858 |
| Cash on Hand | 6,008 | 61,989 |
| | 77,833,109 | 99,441,847 |
| Note 9: Others Assets - Current | | |
| Others | 43,067,063 | 42,469,590 |
| Advance to employees | 374,100 | - |
| Goods and Service Tax | - | 881,438 |
| | 43,441,163 | 43,351,028 |

DJS Stock & Shares Limited**Notes to Financial Statements**

| Particulars | As at March 31, | | | |
|---|-------------------|-------------------|-------------------|--------------------|
| | 2020 | 2019 | | |
| Note 10: Equity Share Capital | | | | |
| Authorized Share Capital | | | | |
| 10,00,00,000 (10,00,00,000) Equity Shares of Rs.1 each | 100,000,000 | 100,000,000 | | |
| Issued and Subscribed and fully paid up | | | | |
| 7,54,56,000 (7,54,56,000)Equity shares of Rs.1 each fully paid up | 75,456,000 | 75,456,000 | | |
| Reconciliation of number of shares | | | | |
| Outstanding Number of shares at the beginning of the year | 75,456,000 | 75,456,000 | | |
| Add : Shares issued during the year | | - | | |
| Outstanding Number of shares at the end of the year | 75,456,000 | 75,456,000 | | |
| Details of shareholders holding more than 5% shares as at year end | | | | |
| Name | 2020 | | 2019 | |
| | Number | % holding | Number | % holding |
| BK Dyeing Printing Mills Private Limited | 15,813,930 | 20.96 | 15,813,930 | 20.96 |
| Shriman Stock Management Private Limited | 15,789,945 | 20.93 | 15,789,945 | 20.93 |
| Malar Share Shoppe Limited | 10,526,625 | 13.95 | 10,526,625 | 13.95 |
| Victory Sales Private Limited | 6,961,757 | 9.23 | 6,961,757 | 9.23 |
| Note 11: Deferred Tax Liabilities (Net) | | | | |
| Deferred Tax Liabilities | | | 42,691 | 56,303 |
| | | | 42,691 | 56,303 |
| Note 12: Trade Payables | | | | |
| Due to Micro, Small and Medium Enterprises | | | - | - |
| Others | | | 15,911,528 | 2,855,099 |
| | | | 15,911,528 | 2,855,099 |
| Note 13: Other Current Financial Liabilities | | | | |
| Client Margin | | | 92,736,051 | 119,851,518 |
| | | | 92,736,051 | 119,851,518 |
| Note 14: Other Current Liabilities | | | | |
| Statutory Dues | | | 2,943,242 | 48,123 |
| Other Payables | | | 7,552 | 40,675 |
| | | | 2,950,794 | 88,798 |

DJS Stock & Shares Limited**Notes to Financial Statements**

(in Rs)

| Particulars | For the year ended March 31, | |
|--|------------------------------|-------------------|
| | 2020 | 2019 |
| Note 15: Revenue from Operations | | |
| Revenue from Operations | 13,106,787 | 12,320,580 |
| | 13,106,787 | 12,320,580 |
| Note 16: Other Incomes | | |
| Interest Income on Deposits | 1,112,904 | 1,099,135 |
| | 1,112,904 | 1,099,135 |
| Note 17: Employee benefit expense | | |
| Salary | 4,068,299 | 3,924,134 |
| Staff Welfare Expenses | 38,063 | 130,515 |
| | 4,106,362 | 4,054,649 |
| Note 18: Finance Cost | | |
| Banks and Clearing Charges | 1,465,453 | 1,395,358 |
| Interest Expenses | 1,112,904 | 1,108,929 |
| | 2,578,356 | 2,504,287 |
| Note 19: Depreciation & amortization expenses | | |
| Depreciation | 63,324 | 28,381 |
| | 63,324 | 28,381 |
| Note 20: Other expenses | | |
| Conveyance Expenses | 101,995 | 110,621 |
| Electricity Expenses | 45,120 | 57,570 |
| Office Expenses | 565,189 | 293,086 |
| Payment to Auditors | 40,000 | 40,000 |
| Printing & Stationary Expenses | 45,036 | 12,710 |
| Professional Fees | 235,723 | 44,380 |
| Rent, Rate & Taxes | 107,892 | 98,392 |
| Repairs & Maintenance | 638,005 | 448,976 |
| Stock Exchange Expenses | 537,166 | 2,750,759 |
| Donation | 95,000 | - |
| Bad debts | 3,022,200 | 1,518,511 |
| Telephone and Postage Expenses | 69,710 | 18,701 |
| | 5,503,036 | 5,393,706 |
| Note 20.1 Payment to Auditors | | |
| Audit Fees | 40,000 | 40,000 |
| | 40,000 | 40,000 |
| Note 21: Earning Per Share | | |
| Total Comprehensive Income for the period | 1,549,333 | -45,642,936 |
| Weighted Average Number of Equity Shares | 75,456,000 | 75,456,000 |
| Basic & Diluted Earning Per Share | 0.021 | -0.605 |

Note 22: Segment Reporting

The Company is engaged mainly in trading activities and as such there are no other reportable segment as defined by Indian Accounting Standard 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India.

DJS Stock & Shares Limited**Notes to Financial Statements****Note 23: Dues to micro & small enterprises**

The Company has called for complete information from all the vendors regarding their status as small-scale/micro industrial undertaking. Based on information received regarding the status of the vendors there are no amounts outstanding for more than Rs.1,00,000/- for more than 30 days.

Note 24: Related Party Disclosure

a) List of Related Parties with whom transactions have taken place and Relationship:

Key Management Personnel and their relatives**Name**

Mr. Harish Sitaram Sharma , Director
 Ms. Iti Sharma, Company Secretary
 Mr. Mushahid Ahmed Khan, Company Secretary

b) Related Party Transactions

| Particulars | 2019-20 | 2018-19 |
|-------------------------------|---------|---------|
| Short-term employment benefit | 565,500 | 570,000 |

Note 25: Contingent Liabilities

| Particulars | 2019-20 | 2018-19 |
|---|-------------|------------|
| Bank Guarantee | 100,000,000 | 60,000,000 |
| Claims against the Company not acknowledged as liability (refer note below) | 7,422,231 | 9,575,690 |

Note : Company has received ex-parte assesment order and demand for earlier assessment years without giving an opportunity of being heard. Based on expert opinion obtained, the management believes that the outcome of these cases is most likely to be in favor of the Company.

26. Estimation uncertainty relating to the global health pandemic on COVID- 19

Since December 2019, COVID 19, a new strain of Coronavirus, has spread globally, including India. This event significantly affects economic activity worldwide and, as a result could affect the operations and results of the Company. The Company has made assessment of likely adverse impact on economic environment in general and financial risk on account COVID-19 in particular. The Company has considered carrying value of trade receivables, loans given and rent receivable, the Company has considered internal and external information up to the date of approval of these standalone financial statements including credit reports and economic forecasts. The Company believes that there is no impact on continuity of its operation and meeting its liabilities as and when they fall due. Further With the lockdown restriction easing the Company has begun to witness signs of gradual improvement in operations but would continue to see an impact on its financials till normalization of business.

For and on behalf of the Board of Directors of

DJS Stock & Shares Limited

CIN: L67120TZ1994PLC005030

Sd/--
Harish Sharma
 Whole-time Director
 DIN: 07332874

Sd/--
Anish Sawarnya
 Director & CFO
 DIN: 08154578

Sd/--
Mushahid Ahmed Khan
 Company Secretary

Mumbai
15th July, 2020